

25910 FILED

OCT 14 '05 5-05 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

October 14, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated September 30, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller:	The Andersons, Inc. 480 W. Dussel Drive Maumee, OH 43537
Buyer:	Midwest Railcar Corporation 4949 Autumn Oaks Suite B Maryville, IL 62062

Mr. Vernon A. Williams  
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Page Two

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) railcars within the series AEX 006597 – AEX 006690 as set forth in the schedule attached to the document.

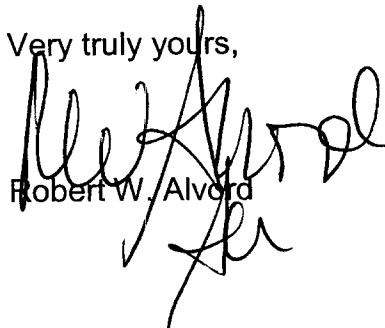
A short summary of the document to appear in the index is:

Bill of Sale

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25910 FILED

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SURFACE TRANSPORTATION BOARD

### BILL OF SALE

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, The Andersons, Inc., an Ohio corporation with an address at 480 W. Dussel Drive, Maumee, OH 43537 ("Seller") does hereby sell, assign, transfer and convey absolutely to Midwest Railcar Corporation, an Illinois corporation with an address of 4949 Autumn Oaks Drive, Suite B, Maryville, Illinois 62062 ("Buyer") all rights, title, and interest in and to the railway rolling stock more specifically described on Schedule I attached hereto and made apart hereof (the "Equipment"), and all appurtenant rights relating thereto. The Equipment is sold pursuant to the terms of a Purchase and Sale Agreement dated as of September 30, 2005 (the "Agreement"). Reference is made to the Agreement for all terms and conditions regarding the sale of the Equipment. **The Equipment is sold "AS-IS" and "WHERE-IS" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.** Seller warrants that (i) upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and marketable title to the Equipment free and clear of all claims, liens, and encumbrances of any kind arising by, through or under Seller, except for the interest of the Lessee under the Lease as described in the Agreement and current taxes, which may be due and payable, but not yet delinquent, (ii) Equipment has never been retired from AAR interchange service or sold for scrap and dismantling. This Bill of Sale shall be governed by the laws of the State of Ohio.

Dated effective September 30, 2005.

THE ANDERSONS, INC.

By: 

Rasesh H. Shah

President, Rail Group

**SCHEDULE 1**  
**Transportation Equipment Inc.**  
**Deal #R00788**

Sixty (60) 5701 cubic feet, 100-ton covered hoppers each with 263,000lbs gross rail load and built originally in 1977 by ACF Industries bearing the following reporting marks and numbers:

1	AEX 006597	31	AEX 006642
2	AEX 006598	32	AEX 006644
3	AEX 006600	33	AEX 006645
4	AEX 006602	34	AEX 006647
5	AEX 006603	35	AEX 006649
6	AEX 006605	36	AEX 006650
7	AEX 006607	37	AEX 006653
8	AEX 006609	38	AEX 006654
9	AEX 006610	39	AEX 006655
10	AEX 006611	40	AEX 006656
11	AEX 006612	41	AEX 006658
12	AEX 006613	42	AEX 006660
13	AEX 006614	43	AEX 006662
14	AEX 006615	44	AEX 006663
15	AEX 006616	45	AEX 006665
16	AEX 006619	46	AEX 006667
17	AEX 006620	47	AEX 006669
18	AEX 006621	48	AEX 006670
19	AEX 006622	49	AEX 006671
20	AEX 006623	50	AEX 006672
21	AEX 006624	51	AEX 006673
22	AEX 006626	52	AEX 006677
23	AEX 006627	53	AEX 006678
24	AEX 006629	54	AEX 006679
25	AEX 006631	55	AEX 006680
26	AEX 006632	56	AEX 006681
27	AEX 006636	57	AEX 006683
28	AEX 006638	58	AEX 006684
29	AEX 006639	59	AEX 006689
30	AEX 006640	60	AEX 006690